

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481
	:	
Debtors.	:	(Jointly Administered)
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**ORDER GRANTING TRICON INDUSTRIES,
INC.'S MOTION FOR MODIFICATION OF AUTOMATIC
STAY FOR LIMITED PURPOSE OF EFFECTUATING SETOFF**

Upon consideration of Tricon Industries, Inc.'s Motion for Modification of Automatic Stay for Limited Purpose of Effectuating Setoff ("Motion"), and the Court having been fully advised in the premises, it is

ORDERED that the automatic stay is modified to permit Tricon Industries, Inc. to set off, pursuant to Section 553(a) of the Bankruptcy Code, in the amount of \$627,184.19 against amounts owed by the Debtors to Tricon Industries, Inc.

DATED: _____, 2005
New York, New York

Honorable Arthur J. Gonzalez,
United States Bankruptcy Judge